

**THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO *et al.*,

Debtors.¹

PROMESA Title III

Case No. 17 BK 3283-LTS

(Jointly Administered)

**RESERVATION OF RIGHTS OF ASSURED GUARANTY CORP. AND ASSURED
GUARANTY MUNICIPAL CORP. WITH RESPECT TO INITIAL PROPOSED
CONFIRMATION ORDER (ECF NO. 18447)**

¹ The Debtors in these Title III cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's Federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico ("Commonwealth") (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 04780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Assured Guaranty Corp. and Assured Guaranty Municipal Corp., (together, “Assured”) hereby submit this reservation of rights (the “Reservation of Rights”) with respect to the proposed *Order and Judgment Confirming Seventh Amended Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico, et al.* (ECF No. 18447, as amended, the “Initial Proposed Confirmation Order”)² and respectfully state as follows:

RESERVATION OF RIGHTS

1. On July 30, 2021, the Oversight Board filed the *Seventh Amended Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico, et al.* (ECF No. 17627, as amended, the “Plan”).

2. On August 2, 2021, in connection with the Plan, this Court entered an *Order Establishing Procedures and Deadlines Concerning Objections to Confirmation and Discovery In Connection Therewith* (ECF No. 17640, the “Procedures Order”).

3. The Procedures Order set a deadline of October 8, 2021 for “the Debtors to file an initial proposed order in support of confirmation of the Plan.” See Procedures Order ¶ 3.

4. On October 8, 2021, in accordance with the deadline set forth in the Procedures Order, the Debtors filed the Initial Proposed Confirmation Order.

5. Assured is a party to the GO/PBA Plan Support Agreement and the HTA/CCDA Plan Support Agreement, each as defined in the Plan (together, the “Plan Support Agreements”), and supports confirmation of the Plan consistent with the Plan Support Agreements.³

² Unless otherwise indicated, ECF numbers referenced in this Reservation of Rights refer to the docket in Case Number 17-3283-LTS.

³ Capitalized terms used in this Reservation of Rights but not defined herein shall have the meanings ascribed to them in the Plan, the Procedures Order, and/or the Plan Support Agreements, as applicable.

6. Pursuant to the Plan Support Agreements and Section 1.158 of the Plan, any Confirmation Order confirming the Plan must be in form and substance reasonably satisfactory to Assured.

7. Assured has provided the Oversight Board, and/or intends to provide the Oversight Board, with certain comments on and proposed revisions to the Initial Proposed Confirmation Order that are necessary in order to make the Initial Proposed Confirmation Order reasonably satisfactory to Assured, as required by the Plan and the Plan Support Agreements. Assured's comments and proposed revisions to the Initial Proposed Confirmation Order generally address technical issues related directly to Assured and/or to the treatment of Assured Insured Bonds. Assured's comments and proposed revisions should in no way impact the overall confirmability of the Plan, which Assured supports.

8. The Oversight Board has indicated that it is considering Assured's comments. Assured is confident that Assured and the Oversight Board will be able to reach agreement on any revisions to the Initial Proposed Confirmation Order that are necessary in order to make that order reasonably satisfactory to both parties.

9. In the interim, Assured hereby reserves all of its rights with respect to the Initial Proposed Confirmation Order, including Assured's right to address any unresolved issues with respect to the Initial Proposed Confirmation Order at the hearing on confirmation of the Plan if necessary.

[Remainder of Page Intentionally Omitted]

Dated: October 22, 2021
New York, New York

CASELLAS ALCOVER & BURGOS P.S.C.

By: /s/ Heriberto Burgos Pérez

Heriberto Burgos Pérez
USDC-PR No. 204,809
Ricardo F. Casellas-Sánchez
USDC-PR No. 203,114
Diana Pérez-Seda
USDC-PR No. 232,014
P.O. Box 364924
San Juan, PR 00936-4924
Tel.: (787) 756-1400
Fax: (787) 756-1401
E-mail: hburgos@cabprlaw.com
rcasellas@cabprlaw.com
dperez@cabprlaw.com

*Counsel for Assured Guaranty Corp. and Assured
Guaranty Municipal Corp.*

**CADWALADER, WICKERSHAM &
TAFT LLP**

By: /s/ Howard R. Hawkins, Jr.

Howard R. Hawkins, Jr.*
Mark C. Ellenberg*
William J. Natbony*
Thomas J. Curtin*
Casey J. Servais*
200 Liberty Street
New York, New York 10281
Tel.: (212) 504-6000
Fax: (212) 406-6666
Email: howard.hawkins@cwt.com
mark.ellenberg@cwt.com
bill.natbony@cwt.com
thomas.curtin@cwt.com
casey.servais@cwt.com

* Admitted pro hac vice

*Counsel for Assured Guaranty Corp. and
Assured Guaranty Municipal Corp.*

CERTIFICATE OF SERVICE

I hereby certify that I filed this document electronically with the Clerk of the Court using the CM/ECF System, which will send notification of such filing to all parties of record in the captioned case.

At New York, New York, the 22nd day of October, 2021.

By: /s/ Howard R. Hawkins, Jr.
Howard R. Hawkins, Jr.*
* Admitted pro hac vice